

**WEINER, BRODSKY, SIDMAN & KIDER**  
ATTORNEYS AT LAW

PROFESSIONAL CORPORATION

1350 NEW YORK AVENUE, N W, SUITE 800  
WASHINGTON, D C 20005-4797  
(202) 628-2000  
TELECOPIER (202) 628-2011

0100427063

RICHARD J. ANDREANO, JR.  
JAMES A. BRODSKY  
JO A. DeROCHE  
LAURENCE H. GOLD  
DON J. HALPERN  
THOMAS P. JONES  
MITCHEL H. KIDER  
SHERRI L. LEDNER  
RICHARD J. MELNICK  
BRUCE E. PRIDDY\*  
MARK H. SIDMAN  
HARVEY E. WEINER

November 8, 1994

**BY HAND DELIVERY**

The Hon. Vernon A. Williams  
Acting Secretary  
Interstate Commerce Commission  
12th & Constitution Avenue, N.W.  
Room 2215  
Washington, D.C. 20423

Dear Acting Secretary Williams:

Enclosed for filing with the Interstate Commerce Commission (the "Commission") pursuant to Section 11303 of Title 49 of the U.S. Code are two originals and three copies of the executed and notarized document described below. Pursuant to my phone call this morning with Janet Fort, I am returning these original documents, which were recorded under number 17187-C on October 27, 1994, to be recorded also under recordation number 17188, as described below.

This secondary document is a partial release of a security interest and lien by Deutsche Credit Corporation ("Deutsche") in the rail cars described in the attached schedule titled "Schedule to Partial Release (GWI Leasing Corporation)." The security interest was obtained pursuant to a Loan and Security Agreement dated December 27, 1990, between Deutsch and GWI Leasing Corporation ("GWI"), which agreement was filed with the Commission on January 7, 1991, under recordation number 17188. The lien was created by an Assignment of Rents, dated December 27, 1990, by GWI Leasing Corporation to Deutsche, which was filed with the Commission on January 7, 1991, under recordation number 17187-B, and released under recordation number 17187-C on October 27, 1994.

A short summary of the document to appear in the index is as follows:

partial release of a security interest and lien by Deutsche Credit Corporation ("Deutsche") in the rail cars described in the attached schedule titled "Schedule to Partial Release (GWI Leasing Corporation)." The security interest was obtained pursuant to a Loan and Security Agreement dated

\*NOT ADMITTED IN D.C.

LICENSING BRANCH

Nov 9 2 13 PM '94

WEINER, BRODSKY, SIDMAN & KIDER, P.C.

The Hon. Vernon A. Williams

October 7, 1994

Page 2

December 27, 1990, between Deutsch and GWI Leasing Corporation ("GWI"), which agreement was filed with the Commission on January 7, 1991, under recordation number 17188. The lien was created by an Assignment of Rents, dated December 27, 1990, by GWI Leasing Corporation to Deutsche, which was filed with the Commission on January 7, 1991, under recordation number 17187-B, and released under recordation number 17187-C on October 27, 1994.

Also enclosed is a check in the amount of \$21.00, payable to the Interstate Commerce Commission, to cover the recording fee prescribed by the Commission in its rules and regulations.

Would you please acknowledge receipt of the enclosed documents by stamping and returning to the undersigned the duplicate copy of this letter of transmittal.

If you have any questions with respect to the enclosed documents, please call me at (202) 628-2000.

Very truly yours,



Jo A. DeRoche

Enclosures

# Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

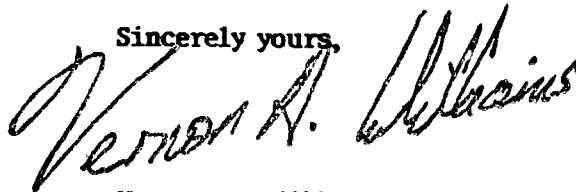
11/9/94

Jo A. DeRoche  
Weiner, Brodsky, Sidman & Kider  
1350 New York, NW., Ste. 800  
Washington, DC., 20005-4797

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/9/94 at 2:25PM, and assigned recordation number(s). 17188-C.

Sincerely yours,



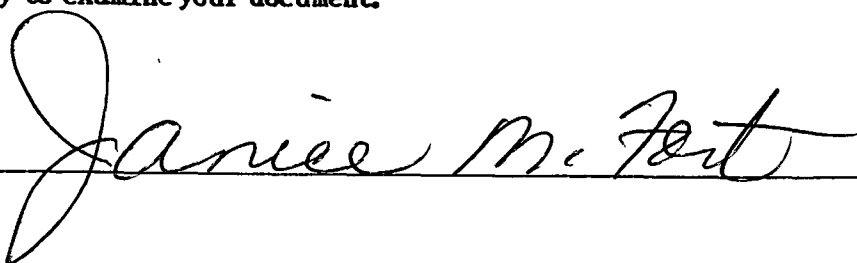
Vernon A. Williams  
Secretary

Enclosure(s)

(0100427063)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 1110 (2) FD 1425[illegible]

## SS

)

  
Notary Public

RECORDATION NO. 17188-1 C FILED 1994

NOV - 9 1994 - 2 25 PM

**PARTIAL RELEASE OF RAILCARS**

INTERSTATE COMMERCE COMMISSION

This Partial Release of Railcars is by Deutsche Credit Corporation ("Lender") to GWI Leasing Corporation ("Borrower") for twenty-five (25) used covered hopper railroad cars, as further described below.

**WHEREAS**, Lender, pursuant to that certain Loan and Security Agreement, dated December 27, 1990, (the "Agreement") advanced to Borrower certain sums to enable Borrower to finance or refinance the purchase and/or reconstruction cost of up to three hundred (300) used covered hopper railroad cars (the "Railcars");

**WHEREAS**, Borrower gave promissory notes to Lender to evidence its obligation to Lender, whether for the amounts advanced by Lender to enable Borrower to finance or refinance the purchase of the Railcars, or to finance or refinance the reconstruction cost of the Railcars (the "Notes");

**WHEREAS**, to secure all amounts owing under the Notes, Borrower gave to Lender a security interest in the Railcars, as set forth in the Agreement, including all proceeds thereof, whether from the lease or sale thereof, and the Agreement was filed with the Interstate Commerce Commission (the "ICC") along with one of several assignment of leases and rents, pursuant to 49 U.S.C. Section 11303 (a) on January 7, 1991 and given recordation numbers 17188 and 17187-B, respectively;

**WHEREAS**, to further evidence Lender's security interest and lien in the Railcars, Lender filed UCC-1 Financing Statements with the Connecticut Secretary of State on June 28, 1991 and July 2, 1991, bearing file stamp numbers 929527 and 929818, respectively;

**WHEREAS**, Borrower has advised Lender he has agreed to sell twenty-five (25) of the Railcars (these twenty-five Railcars shall hereinafter be the "Sold Railcars") and that upon consummation of the sale thereof, Lender would be paid the outstanding balance owed under the applicable Note(s) for the Sold Railcars.

**WHEREAS**, Lender has agreed to accept the sale of the Sold Railcars, and upon receipt of the proceeds thereof, in an amount sufficient to pay the outstanding balance under the applicable Note, Lender shall release its security interest and lien in the Sold Railcars.

**NOW THEREFORE**, in consideration of the above and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, Lender agrees as follows:

1. Effective as of the date hereof, Lender hereby releases any interest it may have in the Sold Railcars bearing car numbers which range from GNWR 30002 to GNWR 30050, and more specifically described in the Schedule attached hereto and identified as "Schedule to Partial Release (GWI Leasing Corporation)";
2. In addition to delivering this Partial Release of Railcars to Borrower, Lender will file such UCC-3 Partial Release(s) to release its lien on the Sold Railcars and will, from time to time, do and

perform any other act and will execute and acknowledge any and all further instruments required by law or reasonably requested and prepared by Borrower in order to release any interest which Lender has or may have in the Sold Railcars;

3. This Partial Release of Railcars shall be governed and construed in accordance with the laws of the state of Illinois, but Lender and Borrower shall be entitled to all rights conferred by the laws of the United States permitting filing with the ICC;
4. Except as to the release of the Sold Locomotives as set forth herein and as described herein or in the Schedule attached hereto and made a part hereof, the Notes, the Agreement and any and all amendments thereto, shall remain in full force and effect.

IN WITNESS WHEREOF, Deutsche Credit Corporation has executed and delivered this Partial Release of Railcars this 21<sup>st</sup> day of October, 1994.

DEUTSCHE CREDIT CORPORATION

By: [Signature]

Title: SVP Credit

By: [Signature]

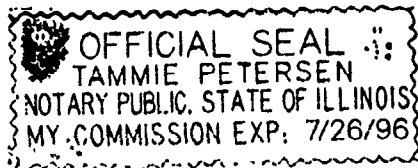
Title: STAFF ATTORNEY

**SCHEDULE TO PARTIAL RELEASE**  
**(GWI Leasing Corporation)**

	<u>ROADMARK</u>	<u>CAR NUMBER</u>
1	GNWR	30002
2	GNWR	30004
3	GNWR	30006
4	GNWR	30007
5	GNWR	30009
6	GNWR	30010
7	GNWR	30011
8	GNWR	30013
9	GNWR	30014
10	GNWR	30015
11	GNWR	30016
12	GNWR	30018
13	GNWR	30020
14	GNWR	30022
15	GNWR	30023
16	GNWR	30026
17	GNWR	30028
18	GNWR	30029
19	GNWR	30035
20	GNWR	30036
21	GNWR	30042
22	GNWR	30043
23	GNWR	30044
24	GNWR	30049
25	GNWR	30050

STATE OF ILLINOIS)  
COUNTY OF LAKE ) SS

On this 21 day of October, 1994, before me personally appeared Gunther Wagner von Hoff and Steve Ordaz, personally known to me, to be the persons who executed within instrument as the SVP Credit and STAFF ATTORNEY of Deutsche Credit Corporation, respectively, and acknowledged to me that the corporation executed it.



Tammie Petersen  
Notary Public